

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

In Re:)	CHAPTER 7
)	
AEROSOL PACKAGING, LLC,)	CASE NO. 06-67096-MHM
A Georgia limited liability company,)	
)	
<u>Debtor.</u>)	

**NOVEMBER 16 OBJECTION OF GENEVA ASSOCIATES MERCHANT
BANKING PARTNERS I, LLC ("GENEVA") TO DEBTOR'S
SECOND AMENDED DISCLOSURE STATEMENT**

COMES NOW Geneva Associates Merchant Banking Partners I, LLC ("Geneva"), a party-in-interest, by and through the undersigned counsel, and hereby files this "November 16 Objection of Geneva Associates Merchant Banking Partners I, LLC ("Geneva") to Debtor's Second Amended Disclosure Statement" ("Supplemental Objection"). In support of the Supplemental Objection, Geneva shows the Court as follows:

1. Geneva lodges this its continuing objection to the Debtor's Disclosure Statement on the grounds that the notice procedures employed with respect to consideration of the current version of the Disclosure Statement violate Bankruptcy Rule 3017(a) and 11 U.S.C. §1125. Specifically, the latest version contains significant, material modifications changing the terms of the plan and did so on less than one week's notice; not to mention the fact that there does not appear to be a fully executed Asset Purchase Agreement filed to date and this document is the predicate of the Plan. This objection has been stated previously and the Court appears to have overruled it. Hence this continuing objection, which Geneva does not intend to press at the November 17, 2006 hearing, but does not intend to waive.

2. There remain absolute priority rule issues in the Plan and Disclosure Statement, as amended, calling into question whether the Plan is confirmable at all.

3. The classification of Class 3A and 3B appears to violate Section 1122 and this calls into question whether the Plan is confirmable.

4. The provisions regarding release of non-debtors are confused and confusing and possibly violate the Code.

5. Geneva supports the objection of Misty Spray, LLC to the effect that the Debtor should disclose, now, its intentions regarding the commercial lease of Debtor's packaging facility. Assumption or Rejection of the subject lease will have a tremendous impact on this case and the ultimate recovery by general unsecured creditors.

6. Geneva reserves the right to adopt the objections lodged by any and all other parties in this case.

WHEREFORE, Geneva requests that the Court enter an order (a) sustaining the Supplemental Objection, (b) denying approval of the Amended Disclosure Statement, and (c) granting such other and further relief as is deemed just and proper.

Respectfully submitted this 16th day of November, 2006.

/s/ George Martin Geeslin
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CERTIFICATE OF SERVICE

I, George Martin Geeslin, certify that on November 16, 2006, I caused a true and correct copy of the foregoing to be served upon the parties listed below electronic transmission.

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Respectfully submitted this 16th day of November, 2006.

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